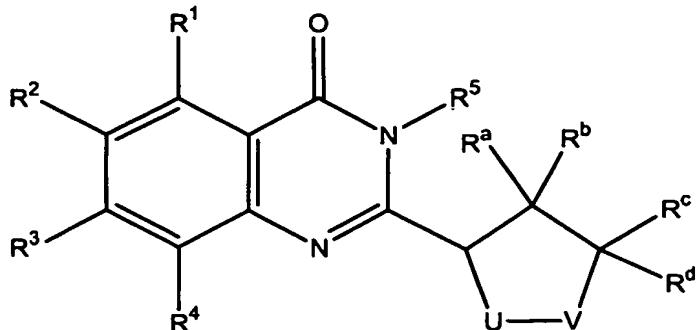


WE CLAIM:

1. A compound selected from the group represented by Formula I:



Formula I

where:

U-V is  $-\text{N}(\text{R}^6)-\text{CR}^{\text{e}}\text{R}^{\text{f}}-$ ,  $-\text{CR}^{\text{e}}\text{R}^{\text{f}}-\text{N}(\text{R}^6)-$ ,  $-\text{N}(\text{R}^6)-\text{CR}^{\text{e}}\text{R}^{\text{f}}-\text{CR}^{\text{g}}\text{R}^{\text{h}}-$ ,  $-\text{CR}^{\text{e}}\text{R}^{\text{f}}-\text{N}(\text{R}^6)-\text{CR}^{\text{g}}\text{R}^{\text{h}}-$  or  $-\text{CR}^{\text{e}}\text{R}^{\text{f}}-\text{CR}^{\text{g}}\text{R}^{\text{h}}-\text{N}(\text{R}^6)-$ ;

$\text{R}^{\text{a}}$ ,  $\text{R}^{\text{b}}$ ,  $\text{R}^{\text{c}}$ ,  $\text{R}^{\text{d}}$ ,  $\text{R}^{\text{e}}$ ,  $\text{R}^{\text{f}}$ ,  $\text{R}^{\text{g}}$  and  $\text{R}^{\text{h}}$  are independently hydrogen, alkyl, aryl, aralkyl, heteroaryl, substituted alkyl, substituted aryl, substituted aralkyl or substituted heteroaryl;

$\text{R}^1$ ,  $\text{R}^2$ ,  $\text{R}^3$ , and  $\text{R}^4$  are independently hydrogen, alkyl, alkoxy, halogen, cyano or substituted alkyl;

$\text{R}^5$  is alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, substituted alkyl, substituted aryl, substituted aralkyl, substituted heteroaryl or substituted heteroaralkyl; and

$\text{R}^6$  is hydrogen, acyl, alkyl, aryl, aralkyl, heteroaryl, substituted acyl, substituted alkyl, substituted aryl, substituted aralkyl or substituted heteroaryl;

or a pharmaceutically acceptable salt or solvate thereof.

2. The compound of Claim 1 comprising one or more of the following:

$\text{R}^1$ ,  $\text{R}^2$ ,  $\text{R}^3$  and  $\text{R}^4$  are independently hydrogen, chloro, fluoro, methyl, methoxy, cyano or substituted lower alkyl;

$\text{R}^5$  is aralkyl or substituted aralkyl;

$\text{R}^{\text{a}}$  to  $\text{R}^{\text{h}}$  are independently hydrogen, lower alkyl or substituted lower alkyl;

U-V is  $-\text{N}(\text{R}^6)-\text{CR}^{\text{e}}\text{R}^{\text{f}}-\text{CR}^{\text{g}}\text{R}^{\text{h}}-$ ,  $-\text{CR}^{\text{e}}\text{R}^{\text{f}}-\text{N}(\text{R}^6)-\text{CR}^{\text{g}}\text{R}^{\text{h}}-$  or  $-\text{CR}^{\text{e}}\text{R}^{\text{f}}-\text{CR}^{\text{g}}\text{R}^{\text{h}}-\text{N}(\text{R}^6)-$ ;

$\text{R}^6$  is optionally substituted aralkyl or optionally substituted acyl; and

is an (R)-enantiomer.

3. The compound of Claim 2 comprising one or more of the following:  
 $R^1, R^2, R^3$  and  $R^4$  are independently hydrogen, chloro, fluoro, methyl, methoxy or cyano;  
 $R^5$  is benzyl or substituted benzyl;  
no more than one of  $R^a$  to  $R^h$  is other than hydrogen;  
U-V is  $-N(R^6)-CR^eR^f-CR^gR^h-$  or  $-CR^eR^f-N(R^6)-CR^gR^h-$ ; and  
 $R^6$  is optionally substituted acyl.
4. The compound of Claim 3 comprising one or more of the following:  
 $R^1, R^2, R^3$  and  $R^4$  are hydrogen, or three of  $R^1, R^2, R^3$  and  $R^4$  are hydrogen and the fourth is halo, methoxy, methyl or cyano;  
 $R^5$  is benzyl;  
 $R^a$  to  $R^h$  are hydrogen;  
U-V is  $-N(R^6)-CR^eR^f-CR^gR^h-$ ; and  
 $R^6$  is p-methyl-benzoyl.
5. The compound of Claim 4 where:  $R^1, R^2$  and  $R^4$  are hydrogen and  $R^3$  is hydrogen or chloro.
6. The compound of Claim 5 where:  
 $R^5$  is benzyl;  
U-V is  $-N(R^6)-CH_2-CH_2-$ ; and  
 $R^6$  is p-methyl-benzoyl.
7. The compound of Claim 1, selected from:  
3-benzyl-7-chloro-2-[1-(4-methyl-benzyl)-pyrrolidin-2-yl]-3H-quinazolin-4-one;  
3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-pyrrolidin-2-yl]-3H-quinazolin-4-one;  
3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-piperidin-2-yl]-3H-quinazolin-4-one;  
3-benzyl-7-chloro-2-[1-(4-methyl-benzyl)-piperidin-3-yl]-3H-quinazolin-4-one;  
3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-piperidin-3-yl]-3H-quinazolin-4-one;  
3-benzyl-7-chloro-2-[1-(4-methyl-benzyl)-piperidin-4-yl]-3H-quinazolin-4-one; and  
3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-piperidin-4-yl]-3H-quinazolin-4-one.
8. The compound of Claim 7 that is an (R)-enantiomer.

9. The compound of Claim 1, selected from:

3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-pyrrolidin-2-yl]-3H-quinazolin-4-one;

3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-piperidin-2-yl]-3H-quinazolin-4-one;

3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-piperidin-3-yl]-3H-quinazolin-4-one; and

3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-piperidin-4-yl]-3H-quinazolin-4-one.

10. The compound of Claim 9 that is an (R)-enantiomer.

11. The compound of Claim 1, selected from:

3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-piperidin-2-yl]-3H-quinazolin-4-one; and

3-benzyl-7-chloro-2-[1-(4-methyl-benzoyl)-piperidin-3-yl]-3H-quinazolin-4-one,

especially the (R)- enantiomers thereof.

12. The compound of Claim 11 that is an (R)-enantiomer.

13. A pharmaceutical formulation comprising a pharmaceutically acceptable excipient and an effective amount of a compound of any of Claims 1-12.

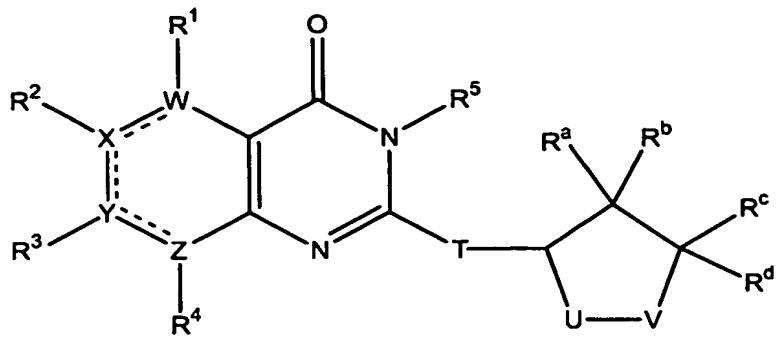
14. A method of treatment comprising administering an effective amount of a compound of any of Claims 1-12 to a patient suffering from a cellular proliferative disease.

15. The method of Claim 14 wherein the cellular proliferative disease is cancer, hyperplasia, restenosis, cardiac hypertrophy, an immune disorder or inflammation.

16. A method of treatment for a cellular proliferative disease comprising administering to a patient suffering therefrom a compound of Claim 1 in an amount sufficient to modulate KSP kinesin activity in cells affected with the disease.

17. A kit comprising a compound of any of Claims 1-12 and a package insert or other labeling including directions for treating a cellular proliferative disease by administering an effective amount of said compound.

## 18. A compound of the group represented by Formula II:



where:

the dashed line indicates that the corresponding bond may be a single bond or a double bond;

T is a covalent bond or optionally substituted lower alkylene;

U-V is chosen from  $-\text{N}(\text{R}^6)-\text{CR}^{\text{e}}\text{R}^{\text{f}}-$ ,  $-\text{CR}^{\text{e}}\text{R}^{\text{f}}-\text{N}(\text{R}^6)-$ ,  $-\text{N}(\text{R}^6)-\text{CR}^{\text{e}}\text{R}^{\text{f}}-\text{CR}^{\text{g}}\text{R}^{\text{h}}-$ ,  
 $-\text{CR}^{\text{e}}\text{R}^{\text{f}}-\text{N}(\text{R}^6)-\text{CR}^{\text{g}}\text{R}^{\text{h}}-$ , and  $-\text{CR}^{\text{e}}\text{R}^{\text{f}}-\text{CR}^{\text{g}}\text{R}^{\text{h}}-\text{N}(\text{R}^6)-$ ;

W, X and Y are independently  $-\text{N}=\text{}$ , N,  $-\text{C}=\text{}$ , CH,  $\text{CR}^{\text{i}}$ , O or S;

Z is  $-\text{N}=\text{}$ , N,  $-\text{C}=\text{}$ , CH,  $\text{CR}^{\text{i}}$  or is absent, provided that:

no more than two of W, X, Y and Z are  $-\text{N}=\text{}$ , and

W, X or Y can be O or S only when Z is absent;

$\text{R}^{\text{i}}$  is alkyl, alkoxy, halogen, cyano or substituted alkyl;

$\text{R}^{\text{a}}$ ,  $\text{R}^{\text{b}}$ ,  $\text{R}^{\text{c}}$ ,  $\text{R}^{\text{d}}$ ,  $\text{R}^{\text{e}}$ ,  $\text{R}^{\text{f}}$ ,  $\text{R}^{\text{g}}$  and  $\text{R}^{\text{h}}$  are independently chosen from hydrogen, alkyl, aryl, aralkyl, heteroaryl, substituted alkyl, substituted aryl, substituted aralkyl and substituted heteroaryl;

$\text{R}^{\text{1}}$ ,  $\text{R}^{\text{2}}$ ,  $\text{R}^{\text{3}}$ , and  $\text{R}^{\text{4}}$  are independently chosen from hydrogen, alkyl, alkoxy, halogen, cyano and substituted alkyl;

$\text{R}^{\text{5}}$  is alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, substituted alkyl, substituted aryl, substituted aralkyl, substituted heteroaryl or substituted heteroaralkyl; and

$\text{R}^{\text{6}}$  is chosen from hydrogen, acyl, alkyl, aryl, aralkyl, heteroaryl, substituted acyl, substituted alkyl, substituted aryl, substituted aralkyl and substituted heteroaryl; provided that  $\text{R}^{\text{1}}$ ,  $\text{R}^{\text{2}}$ ,  $\text{R}^{\text{3}}$  or  $\text{R}^{\text{4}}$  is absent where W, X, Y or Z, respectively, is  $-\text{N}=\text{}$ , O, S or absent;

or a pharmaceutically acceptable salt or solvate thereof.

## 19. The compound of Claim 18 comprising one or more of the following:

T is a covalent bond,  $\text{C}_1$  to  $\text{C}_4$  alkylene or  $\text{C}_1$  to  $\text{C}_4$  alkylene substituted with halo or oxo;

W, X, Y and Z are independently -C= or -N=;  
R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are independently hydrogen, chloro, fluoro, methyl, methoxy, cyano or substituted lower alkyl;  
R<sup>5</sup> is aralkyl or substituted aralkyl;  
R<sup>a</sup> to R<sup>h</sup> are independently hydrogen, lower alkyl or substituted lower alkyl;  
U-V is -N(R<sup>6</sup>)-CR<sup>e</sup>R<sup>f</sup>-CR<sup>g</sup>R<sup>h</sup>-, -CR<sup>e</sup>R<sup>f</sup>-N(R<sup>6</sup>)-CR<sup>g</sup>R<sup>h</sup>- or -CR<sup>e</sup>R<sup>f</sup>-CR<sup>g</sup>R<sup>h</sup>-N(R<sup>6</sup>)-;  
R<sup>6</sup> is optionally substituted aralkyl or optionally substituted acyl; and  
is an (R)-enantiomer.

20. The compound of Claim 19 comprising one or more of the following:  
T is a covalent bond or C<sub>1</sub> to C<sub>4</sub> alkylene;  
R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are independently hydrogen, chloro, fluoro, methyl, methoxy or cyano;  
R<sup>5</sup> is benzyl or substituted benzyl;  
no more than one of R<sup>a</sup> to R<sup>h</sup> is other than hydrogen;  
U-V is -N(R<sup>6</sup>)-CR<sup>e</sup>R<sup>f</sup>-CR<sup>g</sup>R<sup>h</sup>- or -CR<sup>e</sup>R<sup>f</sup>-N(R<sup>6</sup>)-CR<sup>g</sup>R<sup>h</sup>-; and  
R<sup>6</sup> is optionally substituted acyl.

21. The compound of Claim 20 comprising one or more of the following:  
T is a covalent bond;  
R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen, or three of R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen and the fourth is halo, methoxy, methyl or cyano;  
R<sup>5</sup> is benzyl;  
R<sup>a</sup> to R<sup>h</sup> are hydrogen;  
U-V is -N(R<sup>6</sup>)-CR<sup>e</sup>R<sup>f</sup>-CR<sup>g</sup>R<sup>h</sup>-; and  
R<sup>6</sup> is p-methyl-benzoyl.

22. The compound of Claim 21 where:  
T is a covalent bond;  
R<sup>1</sup>, R<sup>2</sup> and R<sup>4</sup> are hydrogen and R<sup>3</sup> is hydrogen or chloro;  
R<sup>5</sup> is benzyl;  
U-V is -N(R<sup>6</sup>)-CH<sub>2</sub>-CH<sub>2</sub>-; and  
R<sup>6</sup> is p-methyl-benzoyl.

23. A pharmaceutical formulation comprising a pharmaceutically acceptable excipient and an effective amount of a compound of any of Claims 18-22.
24. A method of treatment comprising administering an effective amount of a compound of any of Claims 18-22 to a patient suffering from a cellular proliferative disease.
25. The method of Claim 24 wherein the cellular proliferative disease is cancer, hyperplasia, restenosis, cardiac hypertrophy, an immune disorder or inflammation.
26. A method of treatment for a cellular proliferative disease comprising administering to a patient suffering therefrom a compound of Claim 18 in an amount sufficient to modulate KSP kinesin activity in cells affected with the disease.
27. A kit comprising a compound of any of Claims 18-22 and a package insert or other labeling including directions for treating a cellular proliferative disease by administering an effective amount of said compound.